

# **ARTICLES OF INCORPORATION**

**of the**

## **BAHRAIN AMERICAN COUNCIL**

To: Department of Consumer and Regulatory Affairs  
Corporations Division  
PO Box 92300  
Washington, DC 20090  
(202) 442-4432

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators of a not-for-profit corporation under the Act (D.C. Code, Title 29, Chapter 3 as amended), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is the Bahrain American Council (the “Corporation”).

SECOND: The Corporation’s term of existence is as perpetual.

THIRD: The Corporation is organized to operate exclusively as a tax-exempt organization within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended (the “Code”). The purposes for which the Corporation is organized are:

To promote trade and business relations between Bahrain and the United States; promoting mutual understanding between Bahraini and American leaders in business, government, education and the arts; educating the American public and leaders about Bahrain’s history, traditions, people, business climate, and politics; informing American audiences about Bahrain’s stability and path to reform; sponsoring bilateral educational and cultural exchanges; and to take on other activities as are necessary to accomplish the Corporation’s general purposes, consistent with the Non-Profit Corporation Act of the District of Columbia and Section 501(c)(6) of the Code.

FOURTH: The Corporation shall not have members.

FIFTH: The internal affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be elected in the manner provided in the By-laws.

SIXTH: (A) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law or engage, directly or indirectly, in any activity that would prevent it from qualifying (and continuing to qualify) as a Corporation described in Section 501(c)(6) of the Code.

(B) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, members of its board of directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(C) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be organized or operated, for purposes or objects other than those stated in Article THIRD hereof.

(D) In the event of termination, dissolution or winding up of the Corporation in any manner of for any reason whatsoever, its remaining assets, if any, shall be distributed exclusively for the purposes or substantially similar purposes stated in Article THIRD hereof in such manner, or to one or more organizations described in Section 501(c) of the Code, as the Board of Directors shall determine.

SEVENTH: The address of the initial registered office of the Corporation is: 1401 K Street, N.W., Suite 600, Washington, D.C. 20005. The name of the initial non-

commercial registered agent at the foregoing office is: Al Khalafalla, as President of the Bahrain American Council.

EIGHTH: A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived any improper personal benefit of money, property, or services, or (iv) for any other reason detailed in the Non-Profit Corporation Act. If the Non-Profit Corporation Act is amended after the effective date of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Non-Profit Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: (A) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or

proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation may indemnify any person who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise to the extent and under the circumstances provided in these Articles, in the By-laws of the Corporation, and in the Non-Profit Corporation Act.

(3) The indemnification provided by this Article NINTH shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, By-Law, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(4) By action of its Board of Directors, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the

Corporation would have the power or would be required to indemnify him against such liability under the provision of this Article NINTH or of the Non-Profit Corporation Act.

TENTH: The number of directors constituting the initial Board of Directors is three. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors have been elected and qualify are:

<u>Name</u>	<u>Address</u>
Dr. Al Khalafalla	1401 K Street, N.W., Suite 600 Washington, DC 20005
Hon. Richard Carlson	1401 K Street, N.W., Suite 600 Washington, DC 20005
Dr. Muhammad Sahli	2900 Wicklow Lane North Chesterfield, VA 23236-1338

ELEVENTH: The names and addresses, including street and number, of the incorporators are:

<u>Name</u>	<u>Address</u>
Dr. Al Khalafalla	1401 K Street, N.W., Suite 600 Washington, DC 20005
Robert Dudley	1401 K Street, N.W., Suite 600 Washington, DC 20005
Steve Richards	975 F Street, N.W., Suite 900 Washington, DC 20004

IN WITNESS WHEREOF, the incorporators hereof have signed these Articles of Incorporation on the date indicated below.

INCORPORATORS

(Signing Electronically)  
Al Khalafalla  
(Signing Electronically)  
Robert Dudley

(Signing Electronically)  
Steve Richards  
\_\_\_\_\_  
Date